

Robert A. Mittelstaedt (State Bar No. 60359)
ramittelstaedt@jonesday.com
Craig E. Stewart (State Bar No. 129530)
cestewart@JonesDay.com
David C. Kiernan (State Bar No. 215335)
dkiernan@jonesday.com
Rowan T. Mason (State Bar No. 259586)
rmason@JonesDay.com
JONES DAY
555 California Street, 26th Floor
San Francisco, CA 94104
Telephone: (415) 626-3939
Facsimile: (415) 875-5700

Attorneys for Defendant
INTUIT INC.

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA, SAN JOSE DIVISION

**IN RE HIGH-TECH EMPLOYEE
ANTITRUST LITIGATION**

THIS DOCUMENT RELATES TO:
All Actions

Case No. 11-CV-2509 LHK

**DECLARATION OF ROWAN T.
MASON IN SUPPORT OF
DEFENDANTS' JOINT RESPONSE
TO PLAINTIFFS'
ADMINISTRATIVE MOTION
PURSUANT TO LOCAL RULE 79-
5(D) TO FILE UNDER SEAL
FILINGS RELATED TO
PLAINTIFFS' OPPOSITION BRIEFS
AND FILINGS RE DKTS. 554, 556,
557, 559, 560, 561, 564, 570**

Date Consolidated Amended Compl.
Filed: September 13, 2011

1
2 I, ROWAN T. MASON, declare:

3 1. I am an attorney at law, duly admitted to practice in the State of California and
4 before this Court. I am an associate at the law firm of Jones Day, counsel for Defendant Intuit
5 Inc. (“Intuit”) in the above captioned action. I submit this Declaration in support of Defendants’
6 Joint Response to Plaintiffs’ Administrative Motion to File Under Seal Filings Related to
7 Plaintiffs’ Opposition Briefs and Filings Re Dks. 554, 556, 557, 559, 560, 561, 564, 570. As one
8 of the attorneys involved in the defense of this action, unless as otherwise stated, I have personal
9 knowledge of the facts stated in this Declaration and if called as a witness I could and would
10 testify competently to them.

11 2. As described below, the information requested to be sealed contains or
12 summarizes Intuit’s compensation and recruiting data, practices, strategies and policies, and
13 confidential agreements. Intuit has designated this information as “CONFIDENTIAL –
14 ATTORNEYS’ EYES ONLY” pursuant to the Protective Order in this case. (Dkt. No. 107).

15 3. As noted in the Declaration of Lisa K. Borgeson In Support of Renewed
16 Administrative Motion to File Under Seal (Dkt. No. 285), the Declaration of Mason Stubblefield
17 in Support of Intuit’s Response Motion to Seal (Dk. No. 585-1), the Declaration of Catherine
18 Zeng in Support of Defendants’ Motion to Seal (Dk. No. 448), and the Declaration of John
19 Geering (Dk. No. 676, submitted February 21, 2014) (“Geering Declaration”), Intuit’s salary and
20 compensation data, strategies and methods are non-public, highly sensitive and confidential, and
21 private to Intuit and its employees.

22 4. Moreover, Intuit’s recruiting strategies, methods, data and practices, and
23 confidential agreements are also non-public and proprietary to Intuit. Therefore, information
24 pertaining to Intuit’s recruiting and compensation methods, strategies, practices and data is
25 confidential and public dissemination of that information could cause Intuit competitive harm.

26 5. Specifically, Intuit seeks to keep the following redacted portions of the following
27 exhibits to the **Declaration of Lisa J. Cisneros in Support of Plaintiffs’ Opposition Briefs Re**
28 **Dkts. 554, 556, 557, 559, 560, 561, 564, 570** under seal:

6. **Exhibit LL** contains confidential deposition testimony from Intuit's Bill Campbell on page 100:9,¹ which pertains to a former Intuit employee's identity and job performance. This information is confidential and private because the former employee has not sought to have his identity and job performance placed in the public record.

7. **Exhibit MM** contains confidential deposition testimony from Intuit's Chris Galy regarding Intuit's practices with respect to recruiting strategies and compensation methods pertaining to new hires, specific data inputs, total compensation and specific compensation actions. This is confidential internal Intuit information that pertains to Intuit's compensation and recruiting methods, strategies, practices and data.

8. **Exhibit NN** contains confidential deposition testimony from Intuit's Michael McNeal regarding Intuit's compensation methods, including information about budgets, and what inputs go into compensation decisions for Intuit employees. This is confidential internal Intuit information that pertains to Intuit's compensation methods, strategies, practices and data.

9. **Exhibit OO** contains confidential deposition testimony from Intuit's Chuong Nguyen regarding Intuit's practices with respect to recruiting strategies and compensation methods including information about new hire offers, salary determinations, and compensation practices. This is confidential internal Intuit information that pertains to Intuit's compensation methods, strategies, practices and data. In addition, Exhibit OO at page 74:11-20 contains confidential personal information about Mr. Nguyen that he has not sought to place in the public record.

10. **Exhibit PP** contains confidential deposition testimony from Intuit's Mason Stubblefield, regarding Intuit's practices with respect to compensation methods pertaining to new hires, specific data inputs, market data, total compensation, compensation systems and tools, and specific compensation actions, philosophies and decisions. This is confidential internal Intuit information that pertains to Intuit's compensation methods, strategies, practices and data.

11. **Exhibit QQ** contains confidential deposition testimony from Intuit's Sherry

¹ Defendant Google seeks to seal additional portions of Exhibit LL as described in its Declaration in Support of its Response to Plaintiffs' Administrative Motion.

1 Whiteley regarding Intuit's practices with respect to recruiting and compensation methods
2 pertaining to new hires, employee reviews and performance ratings, budgets, bonus
3 compensation, equity, employee retention strategies, specific data inputs, market data and specific
4 compensation actions, philosophies and decisions. This is confidential internal Intuit information
5 that pertains to Intuit's recruiting and compensation methods, strategies, practices and data.

6 12. **Exhibit KKK** contains information derived from an agreement between Intuit and
7 Google. As explained in the February 21, 2014 declaration of John Geering (Dkt. No. 676,
8 submitted February 21, 2014), such agreements reflect highly confidential and competitively
9 sensitive information.

10 13. **Exhibit 912** contains confidential information about Intuit's determinations and
11 distribution decision making with respect to salaries, stock options, performance incentive plans,
12 merit increases and other compensation information. This is confidential internal Intuit
13 information that pertains to Intuit's compensation methods, strategies, practices and data.

14 14. **Exhibit 914** contains confidential information about Intuit's philosophies and
15 practices with respect to total compensation and employee engagement. This is confidential
16 internal Intuit information that pertains to Intuit's compensation methods, strategies, practices and
17 data.

18 15. **Exhibit 1107** contains confidential information related to Intuit's determination of
19 business manager requirements and needs for new candidates. This is confidential internal Intuit
20 information that pertains to Intuit's recruiting methods, strategies, practices and data.

21 16. **Exhibit 1760** contains confidential information about Intuit's philosophies,
22 practices and decision making with respect to employee compensation. This is confidential
23 internal Intuit information that pertains to Intuit's compensation methods, strategies, practices and
24 data.

25 17. **Exhibit 1761** contains confidential information about Intuit's philosophies and
26 practices with respect to total compensation, employee engagement, and career progression. This
27 is confidential internal Intuit information that pertains to Intuit's compensation methods,
28 strategies, practices and data.

1 18. **Exhibit 2135** contains confidential information about Intuit's strategies, processes,
2 and performance with respect to candidate generation and recruiting. This is confidential Intuit
3 and employee data that pertains to Intuit's recruiting strategies, methodologies, and practices.

4 19. **Exhibit 2140** contains confidential information about Intuit's guidelines for new
5 hire equity grants. This is confidential Intuit and employee information that contains both Intuit's
6 recruiting and compensation strategies and employee compensation information.

7 20. **Exhibit 2142** contains confidential information from Intuit recruiters regarding
8 strategies, knowledge, and performance information with respect to Intuit's candidate generation
9 and recruiting efforts. This is confidential Intuit data that pertains to Intuit's recruiting strategies,
10 methodologies, and practices.

11 21. **Exhibit 2738** contains confidential information regarding Intuit's compensation
12 and stock grant decision-making. This is confidential internal Intuit and employee information
13 that pertains to Intuit's compensation methods, strategies, practices and data.

14 22. **Exhibit 2739** contains confidential information regarding Intuit's compensation
15 practices, including salary and employee stock grant decision-making, employee performance
16 review process, and retention and recruiting guidelines. The document also contains information
17 on Intuit's collection and management of internal and external compensation information. This is
18 confidential internal Intuit and employee data that pertains to Intuit's compensation, recruiting,
19 and employee management methods, strategies, practices and data.

20 23. **Exhibit 2740** contains confidential information regarding Intuit's employee
21 performance review process and compensation practices, including salary and employee stock
22 grant decision-making. The document also contains information on Intuit's collection and
23 management of internal and external compensation information. This is confidential internal
24 Intuit and employee data that pertains to Intuit's compensation and employee management
25 methods, strategies, practices and data.

26 24. **Exhibit 2743** contains confidential information about an Intuit job profile and
27 related compensation and equity determinations. This is confidential internal Intuit information
28 that pertains to Intuit's compensation and employee management methods, strategies, practices

1 and data.

2 25. **Exhibit 2744** contains confidential information about compensation and stock
3 grant decision-making at Intuit. This is confidential internal Intuit and employee data that
4 pertains to Intuit's compensation methods, strategies, practices and data.

5 26. Intuit further seeks to keep the following redacted portions of the following
6 exhibits to the **Declaration of Dean M. Harvey in Support of Plaintiffs' Opposition Briefs Re**
7 **Dkts. 554, 556, 557, 559, 560, 561 564, 570 ("Harvey Decl.")** under seal:

8 27. **Exhibit 6**, the May 10, 2013 Supplemental Expert Report of Edward Leamer,
9 Ph.D.:

- 10 a. Figure 19 (Page 31) contains confidential information about actual average
11 compensation at Intuit. This is confidential employee salary information that
12 pertains to Intuit's compensation methods, strategies, practices and data.
- 13 b. Exhibit 2, pages 19-20 contain confidential information about specific job titles at
14 Intuit. This is confidential Intuit information that pertains to Intuit's compensation
15 and employee management practices.

16 28. **Exhibit 7**, the May 10, 2013 Expert Report of Kevin F. Hallock, Ph.D.:

- 17 a. Page 11, footnote 14 contains confidential information regarding Intuit's job
18 organization system methods. This is confidential Intuit information that pertains
19 to Intuit's employee management practices.
- 20 b. Paragraph 86 contains confidential employee codes used by Intuit and testimony
21 from Intuit's Chris Galy regarding those codes. This is confidential Intuit
22 information that pertains to Intuit's employee management and compensation
23 practices.
- 24 c. Paragraph 87 contains confidential testimony from Intuit's Mason Stubblefield
25 regarding benchmarking of jobs and retention strategies. This is confidential Intuit
26 information that pertains to Intuit's compensation, employee management, and
27 recruiting practices.
- 28 d. Paragraph 88 contains confidential information regarding employee classifications

1 used by Intuit. This is confidential Intuit information that pertains to Intuit's
2 employee management practices.

- 3 e. Paragraph 159 contains confidential information from Intuit's Chris Galy
4 regarding Intuit's use of third party benchmarking information. This is
5 confidential Intuit information that pertains to Intuit's compensation and recruiting
6 practices.
- 7 f. Paragraph 160 contains confidential testimony from Intuit's Chris Galy regarding
8 Intuit hiring and specific employee compensation determinations. This is
9 confidential Intuit information that pertains to Intuit's compensation, employee
10 management, and recruiting practices.
- 11 g. Paragraph 161 contains confidential information pulled from a confidential
12 document regarding internal Intuit specific input into Intuit's confidential
13 compensation methods, strategies and practices.
- 14 h. Paragraph 162 contains confidential information pulled from a confidential
15 document regarding internal Intuit specific input into Intuit's confidential hiring
16 and recruiting methods, strategies and practices.
- 17 i. Paragraph 163 contains confidential information pulled from a confidential
18 document regarding Intuit's employee evaluation strategies. This is confidential
19 Intuit information that that pertains to Intuit's compensation, employee
20 management, and recruiting practices.
- 21 j. Paragraph 164 contains confidential information pulled from a confidential
22 document regarding compensation decision-making practices. This is confidential
23 Intuit information that pertains to Intuit's compensation, employee management,
24 and recruiting practices.
- 25 k. Paragraph 199 contains confidential testimony from Intuit's Alex Lintner
26 regarding efforts made relating to employee retention. This is confidential Intuit
27 information that pertains to Intuit's compensation and employee retention
28 practices.

1 29. **Exhibit 8**, July 12, 2013 Rebuttal Supplemental Expert Report of Edward Leamer,
2 Ph.D.:

- 3 a. Page 9, paragraph 23 contains confidential information derived from the testimony
4 of Intuit's Mason Stubblefield regarding compensation and employee retention
5 practices. This is confidential Intuit information that pertains to Intuit's
6 compensation methods, strategies, and practices.

7 30. **Exhibit 10**, October 28, 2013 Merits Expert Report of Kevin Hallock, Ph.D.:

- 8 a. Page 23, paragraph 74 contains confidential information about compensation
9 decision-making and hiring at Intuit. This is confidential internal Intuit and
10 employee data that pertains to Intuit's compensation methods, strategies, and
11 practices.
- 12 b. Page 23- 24, paragraph 75 contains confidential information about compensation
13 and job structure at Intuit. This is confidential internal Intuit information that
14 pertains to Intuit's compensation methods, strategies, and practices.
- 15 c. Page 24, paragraph 76 contains confidential information regarding employee
16 classifications used by Intuit. This is confidential Intuit information that pertains
17 to Intuit's employee management practices.
- 18 d. Pages 44 through 46, paragraphs 147 though 152 contain confidential information
19 regarding Intuit's practices with respect to recruiting strategies and compensation
20 methods pertaining to new hires, specific data inputs, total compensation and
21 specific compensation actions. This is confidential internal Intuit information that
22 pertains to Intuit's compensation and recruiting methods, strategies, practices and
23 data.

24 31. **Exhibit 13**, the December 11, 2013 Merits Reply Expert Report of Edward
25 Leamer, Ph.D:

- 26 a. Page 77, paragraph 6 contains confidential Intuit compensation information about
27 the average compensation of Intuit Technical Class members and about the
28 specific salary of Senior Software Engineers.

32. **Exhibit 14**, the December 11, 2013 Merits Rebuttal Report of Matthew Marx, Ph.D:

- a. Exhibit 3 contains confidential information about the number of employee's in certain of Intuit's specific job titles. This is confidential Intuit information that pertains to Intuit's employee management practices and company structure.

33. **Exhibit 23**, the November 25, 2013 Expert Report of Elizabeth Becker, Ph.D:

- a. Pages 7-8, paragraph 26, redacted portions of the fifth bullet contain confidential information about Intuit's compensation practices.
- b. Page 24, paragraph 89, redacted portions contains confidential information about Intuit's compensation practices, including the ranges of employee salaries, the compensation of incoming employees, and cash and equity awards.
- c. Page 29, paragraph 111, redacted portions contain confidential information about Intuit's compensation of a specific employee, including base salary and equity grant.
- d. Page 30, paragraph 116, redacted portions contain confidential information about Intuit's compensation of a specific employee, including base salary and equity grant.
- e. Page 37, paragraph 139, redacted portion contains confidential information about Intuit's employee retention and new hire information.
- f. Page 40, paragraph 155 and footnote 115, redacted portions contain confidential information about Intuit's compensation practices and use of compensation survey data.
- g. Appendix B3 and Exhibit B3 contain confidential information regarding Intuit's compensation and hiring practices, including the granting of equity awards relative to base salary.
- h. Appendix E3 contains confidential information regarding Intuit's average annual wage, derived from Intuit's confidential compensation data.
- i. Attachment 3, pages 115-130 contain confidential information regarding Intuit's

1 compensation of various job titles including salary ranges for each.

2 34. **Exhibit 27**, the November 25, 2013 Expert Report of Lauren Stiroh, Ph.D:

- 3 a. Paragraphs 59 to 67 contain confidential Intuit compensation information,
4 including types of compensation provided to employees, ways in which Intuit
5 differentiates employee compensation, and the criteria and process that Intuit uses
6 to determine employee compensation.
- 7 b. Exhibits III.34-40 reveals confidential information regarding the average
8 compensation for Intuit Technical Class members and the averages of the various
9 components of Intuit's compensation packages.
- 10 c. Exhibit IV.15, pages 125-136, reveal confidential information about the number of
11 employees in Intuit's specific job titles in each year.

12 35. **Exhibit 157** (INTUIT_001661) contains confidential information about Intuit job
13 profiles and responsibilities. This is confidential internal Intuit information that pertains to
14 Intuit's job structure and employee management methods, strategies, practices and data.

15 36. **Exhibit 159** (INTUIT_003008) contains confidential personal information about a
16 third-party job candidate that the candidate has not sought to place in the public record.

17
18 I declare under penalty of perjury under the laws of the United States that the foregoing is
19 true and correct. Executed on this 21st day of February, 2014 in San Francisco, California.

20
21 /S/ Rowan T. Mason
Rowan T. Mason